

Dated: 26th, November, 2016

Stock Code: BSE: 539978

NSE: QUESS

ISIN: INE615P01015

To

Manager Listing Department, National Stock Exchange of India Limited, "Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai-400051.	General Manager Listing Department, Bombay Stock Exchange Limited, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai-400001.
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Dear Sir/Madam,

Sub: Submission of proceedings and details of the Voting Results of the Postal Ballot pursuant to Regulation 30 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclose the proceedings and details of the Voting results of Postal Ballot notice dated 19th October, 2016 as listed below;

- 1) Summary of proceedings as required under Regulation 30, Part-A of Schedule-I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure-I.
- 2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure-II.
- 3) Report of Scrutinizer dated 25th November, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as Annexure-III.

This is for your information and records.

Thanking You,
For Quess Corp Limited

N. V. S. Pavan Kumar

NVS Pavan Kumar
Company Secretary & Compliance Officer



Annexure I



Summary of Proceedings as required under Regulation 30, Part-A of Schedule of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date of passing the Resolutions: 25th November, 2016

Item Nos.	Details of Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)	Result
1.	Approval for alteration of provisions of Memorandum of Association by way of amendment of objects of the Company	Special	Postal Ballot, E-Voting	The resolution was passed with requisite majority
2.	Approval for ratification to the Quess Corp Limited Employees Stock Option Scheme - 2015 (“ESOS 2015”)	Special	Postal Ballot, E-Voting	The resolution was passed with requisite majority

For Quess Corp Limited

N.V.S. Pavan Kumar

NVS Pavan Kumar

Company Secretary & Compliance Officer



Annexure II



Format for Voting Results

Date of the AGM/EGM Postal Ballot Notice	19 th October, 2016
Total Number of Shareholders on record date	12997
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group: Public:	Not Applicable

For Quess Corp Limited

N.V.S. Pavan Kumar

NVS Pavan Kumar

Company Secretary & Compliance Officer



Quess Corp Limited

Resolution Required : (Special)		1 - Special Resolution for alteration of provisions of Memorandum of Association by way of amendment of objects of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	112775280	112775280	100.00	112775280	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		112775280	100.00	112775280	0	100.00	0.00
Public Institutions	E-Voting	7602837	4358349	57.33	4358349	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4358349	57.33	4358349	0	100.00	0.00
Public Non Institutions	E-Voting	6370634	127773	2.01	127675	98	99.92	0.08
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		1848	0.03	1848	0	100.00	0.00
	Total		129621	2.03	129523	98	99.92	0.08
Total		126748751	117263250	92.52	117263152	98	100.00	0.00



Quess Corp Limited

Resolution Required : (Special)		2 - Special Resolution for ratification to the Quess Corp Limited Employees Stock Option Scheme - 2015 ("ESOS 2015")						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	112775280	112775280	100.00	112775280	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		112775280	100.00	112775280	0	100.00	0.00
Public Institutions	E-Voting	7602837	4042854	53.18	864848	3178006	21.39	78.61
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4042854	53.18	864848	3178006	21.39	78.61
Public Non Institutions	E-Voting	6370634	127673	2.00	127563	110	99.91	0.09
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		1753	0.03	1753	0	100.00	0.00
	Total		129426	2.03	129316	110	99.92	0.08
Total		126748751	116947560	92.27	113769444	3178116	97.28	2.72



Dated: November 25, 2016

To,
The Chairman / Managing Director &CEO
Quess Corp Limited,
3/3/2, Bellandur Gate,
Sarjapur Main Road,
Bangalore - 560103.

Dear Sir,

RE: SCRUNITINIZER'S REPORT

I, S.N. Mishra , Practicing Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Quess Corp Limited (“**Quess**” or “**the Company**”) for scrutinizing the postal ballot process (including e-voting)to seekapproval of the Members for the resolutions as mentioned in the Postal Ballot Notice dated October 19, 2016 (“**Notice**”) and wish to submit my report as hereunder:

1. The Company has appointed National Securities Depository Limited (“NSDL”) to provide e-voting facility to its Members.
2. On October 25, 2016, the Notice along with annexures was sent to all members whose names appeared on the Register of Members as on October 19, 2016 either by registered post or e-mail. A public notice to that effect was also released in Financial Express (English) and in Hosa Digantha (regional language – Kannada) newspapers on October 26, 2016.
3. The voting period (by e-voting as well as postal ballot) commenced on October 27, 2016 from 9.00 a.m. and concluded on November 25, 2016 at 5.00p.m.
4. Voting rights of the Members have been reckoned in proportion to their shares of the paid up equity share capital of the Company as on October 19, 2016.
5. Particulars of all the postal ballot forms received from the Members at address provided in the self-addressed postage prepaid business reply envelope upto the cut off time i.e. 5.00p.m. on November 25, 2016 have been entered in a register separately maintained for this purpose and were considered for the purpose of scrutiny.



6. The votes cast through e-voting upto November 25, 2016 till 5p.m. were downloaded from NSDL website and unfrozen at 5 p.m. on November 25, 2016 in presence of two witnesses Mr. Sumanth More and Mrs. Aparna Purkayastha residing at Bangalore who are not in employment of the Company.
7. The names of the Members, their shareholding and specimen signatures on the postal Ballot forms have been verified with the data and specimen signature records as maintained by Link Intime India Private Limited, Registrar and Transfer Agent (RTA) /as provided by the Depositories.
8. In respect of Members who have been exercised their voting rights through both postal ballot and e-voting, the votes cast through e-voting have been considered as valid.
9. No envelopes containing postal ballot forms received after 5.00p.m. on November 25 ,2016.
10. No envelopes containing postal ballot forms, returned undelivered by the postal authorities.
11. I have not found any mutilated postal ballot forms.
12. In general and for your information, I carried out such scrutiny as I considered necessary for the purpose of Postal Ballot including e-voting.

Based on the above, I have compiled the results of the voting by postal ballot and e-voting in respect of

(I) Special Resolution for Approval for alteration of provisions of Memorandum of Association by way of amendment of objects of the Company contained in the Notice and the same is furnished as under:

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	42	80	2173	117261402
Less: Invalid votes / abstain votes	4	0	325	0
Total Number of Valid votes	38	80	1848	117261402



Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	42	1848	99.99%
Votes received through e-voting	76	117261304	
Total	118	117263152	

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	42	0	0.01
Votes received through e-voting	4	98	
Total	46	98	

(II) Special Resolution for Approval for ratification to the Qness Corp Limited Employees Stock Option Scheme - 2015 ("ESOS 2015") contained in the Notice and the same is furnished as under:

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	42	78	2173	116945807
Less: Invalid votes / abstain votes	8	0	420	0
Total Number of Valid votes	34	78	1753	116945807



Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	42	1753	97.28%
Votes received through e-voting	63	113767691	
Total	105	113769444	

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	42	0	2.72%
Votes received through e-voting	15	3178116	
Total	57	3178116	

Based on the foregoing, the resolution as outlined hereinabove may be considered as carried by the requisite majority of Members under the applicable provisions of the Companies Act, 2013.

The relevant records relating to postal ballot and all other papers including voting by electronic means shall be under my safe custody till the Chairman / Director considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary.

For SNM & Associates
Company Secretaries


(S.N. Mishra)



FCS No.:6143

C.P No: 4684

Place: Bengaluru

Date: November 25, 2016